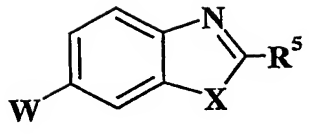
WE CLAIM:

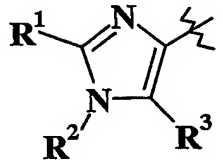
1. A compound of Formula I:



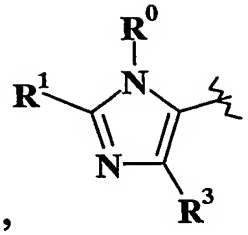
I

where:

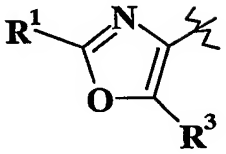
W is



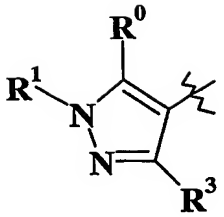
(i)



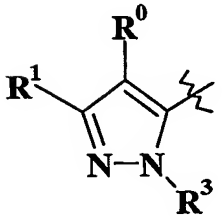
(ii)



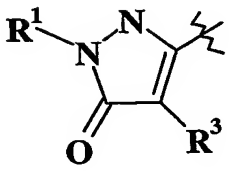
(iii)



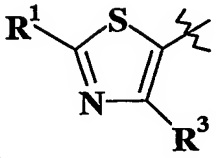
(iv)



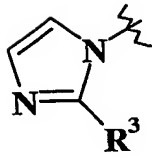
(v)



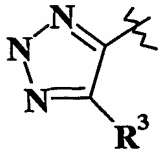
(vi)



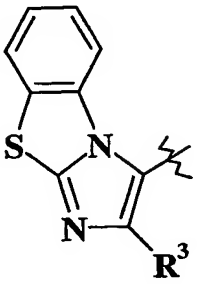
(vii)



(viii)



, or



;

(ix)

(x)

X is $N(R^4)$ or S;

R^0 is

(a) selected from the group consisting of hydrogen, C_1-C_6 alkyl, cyano, (C_1-C_4 alkylene)-R^{11}, 3-hydroxyprop-2-yl, (1-phenyl)-2-hydroxyeth-1-yl, (1-cyclohexyl)-3-hydroxyprop-2-yl, 4-methoxybenzyl, 1,4-dioxoaspiro[4,5]dec-8-yl, tetrahydropyran, 2,2,6,6-tetramethylpiperidin-4-yl, and cyclohexan-1-on-4-yl,

(b) phenyl optionally substituted with one substituent selected from the group consisting of nitro and amino,

(c) piperidin-4-yl optionally substituted with one substituent selected from the group consisting of C_1-C_4 alkyl, C_1-C_4 alkoxycarbonyl, and benzyl, or

(d) C_3-C_6 cycloalkyl optionally substituted with one substituent selected from the group consisting of C_1-C_4 alkoxycarbonylamino, amino, hydroxy, and C_1-C_4 alkylene-OH;

R^1 is

(a) selected from the group consisting of hydrogen, C_1-C_6 alkyl, C_2-C_4 alkynyl, halo, amino, azido, formyl, 1-(C_1-C_4 alkoxycarbonyl)ethen-2-yl, 1-(C_1-C_4 alkoxycarbonyl)ethyl, 1-(C_1-C_4 carboxy)ethyl, (C_1-C_4 alkylene)benzyloxy, trifluoromethyl, trimethylsilylethynyl, but-3-yn-1-ol, , C_3-C_6 cycloalkyl, tetrahydropyran-4-yl, hydroxymethyl, 2-(piperidin-1-yl)methyl, N,N',N'-[trimethyl]-2-(aminoethylamino)methyl, (morpholin-4-yl)methyl, dimethylaminomethyl, N-[2-(piperidin-1-yl)eth-1-yl]-aminomethyl, N',N'-dimethyl-2-(aminoethylamino)methyl, pyridinyl, thiazolyl, triazolyl, benzo(1,3)dioxolan-5-yl, and imidazol-2-yl,

(b) phenyl optionally substituted with one to three substituents independently selected from the group consisting of C_1-C_4 alkyl, halo, nitro, amino, C_1-C_4 alkoxy, trifluoromethyl, trifluoromethoxy, trifluoromethylsulfanyl, methylsulfonyl, methylsulfonamidyl, pyrrolidin-1-yl, morpholin-4-yl, 4-(C_1-C_4 alkyl)piperazin-1-yl, –NR^6R^7, and

C_1-C_4 alkoxy optionally substituted with one substituent selected from the group consisting of piperidin-1-yl, pyrrolidin-1-yl, morpholin-4-yl, azepin-4-yl, and di(C_1-C_4 alkyl)amino,

(c) thienyl optionally substituted with one substituent selected from the group consisting of halo, nitro, amino, and C_1-C_4 alkyl, or

(d) piperidin-4-yl optionally substituted at the 1-position from the group consisting of C_1-C_4 alkyl, C_1-C_4 alkoxycarbonyl, benzyloxycarbonyl, and (C_1-C_4 alkylene)-R^8;

Alternatively R^0 and R^1 may be taken together to form a fully saturated C_3-C_4 carbon chain or a fully unsaturated C_3-C_4 carbon chain optionally substituted with halo or C_1-C_4 alkyl;

R^2 is hydrogen, C_1-C_4 alkyl, or benzyl;

R^3 is thienyl or phenyl optionally substituted with one to two substituents independently selected from the group consisting of halo, C_1-C_4 alkyl, C_1-C_4 alkoxy, and trifluoromethyl;

R^4 is hydrogen, (C_1-C_4 alkyl)sulfonyl, or (C_3-C_6 cycloalkyl)sulfonyl; or (C_1-C_4 alkyl)$_2$N-sulfonyl;

R^5 is halo, hydrogen, or $-NR^9R^{10}$;

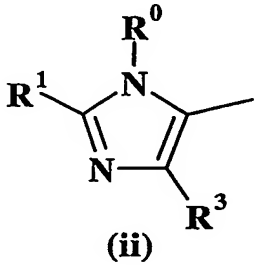
R^6 and R^7 are individually at each occurrence selected from hydrogen, carbonyl, or C_1-C_4 alkyl providing that at least one of R^6 and R^7 is hydrogen;

R^8 is hydroxy, trifluoromethyl, dimethylamino, phenyl, pyridinyl, or 1-methylimidazol-2-yl,;

R^9 is independently at each instance hydrogen or C_1-C_4 alkyl;

R^{10} is hydrogen, C_1-C_4 alkyl, or benzyl;

R^{11} is C_1-C_4 alkoxy, hydroxy, C_1-C_4 alkoxycarbonyl, C_1-C_4 alkoxycarbonylamino, C_3-C_6 cycloalkyl, phenyl optionally substituted with one to two substituents independently selected from the group consisting of C_1-C_4 alkoxy and halo, morpholin-4-yl, or pyridinyl;

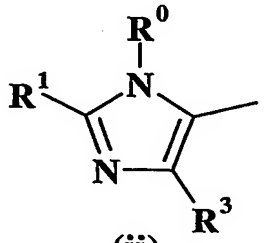


(ii)

provided that when W is then

(a) at least one of R^0 and R^1 is hydrogen or C_1-C_6 alkyl; or

(b) R^0 and R^1 may be taken together to form a fully saturated C_3-C_4 carbon chain or a fully unsaturated C_3-C_4 carbon chain optionally substituted with halo or C_1-C_4 alkyl;

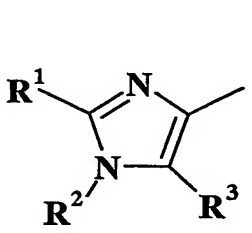


(ii)

also provided that when X is S, W is ;

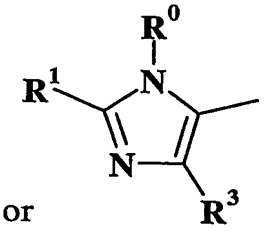
or a pharmaceutically acceptable salt or a pharmaceutically acceptable solvate thereof.

2. A compound of Claim 1, W is is either



(i)

or



(ii)

3. A compound of either of Claims 1 or 2, where X is N(isopropylsulfonyl) and R^5 is $-NH_2$.

4. A compound of Claim 1, which is 1-isopropylsulfonyl-2-amino-6-(2-(2,6-difluorophenyl)-5-(phenyl)-imidazol-4-yl)-benzimidazole or a pharmaceutically acceptable salt or a pharmaceutically acceptable solvate thereof.

5. A compound of Claim 1, which is 1-isopropylsulfonyl-2-amino-6-(2-(4-chlorophenyl)-5-(phenyl)-imidazol-4-yl)-benzimidazole or a pharmaceutically acceptable salt or a pharmaceutically acceptable solvate thereof.

6. A compound of Claim 1, which is 1-isopropylsulfonyl-2-amino-6-(2-(2-chloro-6-fluorophenyl)-5-(phenyl)-imidazol-4-yl)-benzimidazole or a pharmaceutically acceptable salt or a pharmaceutically acceptable solvate thereof.

7. A compound of Claim 1, which is 1-isopropylsulfonyl-2-amino-6-(2-(*tert*-butyl)-5-(phenyl)-imidazol-4-yl)-benzimidazole or a pharmaceutically acceptable salt or a pharmaceutically acceptable solvate thereof.

8. A compound of Claim 1, which is 1-isopropylsulfonyl-2-amino-6-(2-(2-chloro-6-fluorophenyl)-5-(4-fluorophenyl))-imidazol-4-yl)-benzimidazole or a pharmaceutically acceptable salt or a pharmaceutically acceptable solvate thereof.

9. A compound of Claim 1, which is 1-isopropylsulfonyl-2-amino-6-(2-(isopropyl)-5-(phenyl)-imidazol-4-yl)-benzimidizole or a pharmaceutically acceptable salt or a pharmaceutically acceptable solvate thereof.

10. A compound of Claim 1, which is 1-isopropylsulfonyl-2-amino-6-(2-(cyclopropyl)-5-(4-fluorophenyl)-imidazol-4-yl)-benzimidazole or a pharmaceutically acceptable salt or a pharmaceutically acceptable solvate thereof.

11. A compound of Claim 1, which is 1-isopropylsulfonyl-2-amino-6-(2-(2-fluoro-6-trifluoromethylphenyl)-5-(phenyl)-imidazol-4-yl)-benzimidazole or a pharmaceutically acceptable salt or a pharmaceutically acceptable solvate thereof.

12. A compound of Claim 1, which is 1-isopropylsulfonyl-2-amino-6-(2-(2-trifluoromethylphenyl)-5-(phenyl)-imidazol-4-yl)-benzimidazole or a pharmaceutically acceptable salt or a pharmaceutically acceptable solvate thereof.

13. A compound of Claim 1, which is 1-isopropylsulfonyl-2-amino-6-(2-(cyclohexyl)-5-(phenyl)-imidazol-4-yl)-benzimidazole or a pharmaceutically acceptable salt or a pharmaceutically acceptable solvate thereof.

14. A compound of Claim 1, which is 1-isopropylsulfonyl-2-amino-6-(1-(methyl)-2-(2,6-difluorophenyl)-4-(phenyl)-imidazol-5-yl)-benzimidazole or a pharmaceutically acceptable salt or a pharmaceutically acceptable solvate thereof.

15. A compound of Claim 1, which is 1-isopropylsulfonyl-2-amino-6-(2-(2,6-dichlorophenyl)-5-(4-fluorophenyl)-imidazol-4-yl)-benzimidazole or a pharmaceutically acceptable salt or a pharmaceutically acceptable solvate thereof.

16. A compound of Claim 1, which is 1-isopropylsulfonyl-2-amino-6-(2-(2,6-dichlorophenyl)-5-(phenyl)-imidazol-4-yl)-benzimidazole or a pharmaceutically acceptable salt or a pharmaceutically acceptable solvate thereof.

17. A pharmaceutical formulation comprising a compound of Claim 1 and a pharmaceutically acceptable carrier, diluent, or excipient.

18. A method of inhibiting p-38 kinase in a mammal comprising administering to a mammal in need of such treatment an effective amount of a compound of Claim 1.

19. A method of treating conditions resulting from excessive cytokine production in a mammal comprising administering to a mammal in need of such treatment a cytokine-suppressing amount of a compound of Claim 1.

20. A method of Claim 7, where the cytokine is tumor necrosis factor α.

21. A method of inhibiting the growth of a susceptible neoplasm in a mammal comprising administering to a mammal in need of such treatment a p38 inhibiting amount of a compound of Claim 1.

22. A method of inhibiting metastasis in a mammal comprising administering to a mammal in need of such treatment a p38 inhibiting amount of a compound of Claim 1.

23. A method of treating rheumatoid arthritis in a a mammal comprising administering to a mammal in need of such treatment a p38 inhibiting amount of a compound of Claim 1.

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